

n and m are each independently 0, 1 or 2:

K is selected from NR³ or C(R³)(R⁴);

L is selected from NR⁵ or C(R⁵)(R⁶);

X is a bond, -C(O), -N(R¹⁴), -N(R¹⁴)-C(O)-, -C(O)-N(R¹⁴),
-N(R¹⁴)-S(O)_k-, -N(R¹⁴)-C(O)-NH- or -S(O)_k-N(R¹⁴);

k is 0, 1 or 2;

R¹ is selected from the group consisting of:

(1) C₁₋₆alkyl,

(2) C₂₋₆alkenyl,

(3) C₂₋₆alkynyl,

(4) C₃₋₆cycloalkyl,

(5) C₁₋₆alkoxy,

(6) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,

(7) aryl,

(8) aryl C₁₋₆alkyl,

(9) HET,

(10) -C₁₋₆alkyl-HET,

(11) aryloxy,

(12) aroyloxy,

(13) aryl C₂₋₆alkenyl,

(14) aryl C₂₋₆alkynyl,

(15) hydrogen,

(16) hydroxyl and

(17) cyano

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, oxo, OR¹³, N(R¹⁴)₂, C₃₋₆cycloalkyl and C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2, and

wherein the aryl is optionally substituted from one up to the maximum number of substitutable positions with halo; the aryl is items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted

from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl,
- (f) C₂₋₆alkynyl,
- (g) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (h) aryl,
- (i) aryl-S(O)_k-, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aryl C₁₋₆alkyl,
- (l) aroyl,
- (m) aryloxy,
- (n) aryl C₁₋₆alkoxy,
- (o) CN and
- (p) C₃₋₆cycloalkyl,

wherein items (d) to (g) and (p) above and the alkyl portions of item (k) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂ and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl,

R³, R⁴, R⁵ and R⁶ are each independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C₁₋₆alkyl,
- (4) C₂₋₆alkenyl,
- (5) C₂₋₆alkynyl,
- (6) C₃₋₆cycloalkyl,
- (7) C₁₋₆alkoxy,
- (8) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (9) aryl,
- (10) aryl C₁₋₆alkyl,
- (11) HET and

(12) -C₁₋₆alkyl-HET,

wherein items (3) to (8) above and the alkyl portions of items (10) and (12) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂ and C₁₋₆alkyl-S(O)_k, wherein k is 0, 1 or 2; and

wherein items (9) and (11) and the aryl portion of items (10) and the HET portion of item (12) are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl,
- (f) C₂₋₆alkynyl and
- (g) C₁₋₆alkyl-S(O)_k, wherein k is 0, 1 or 2,

wherein items (d) to (g) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂,

or R¹ and R³ or R³ and R⁵ may be joined together to form a double bond;

R⁷ is selected from the group consisting of:

- (1) hydrogen,
- (2) OR¹³,
- (3) C₁₋₄alkyl,
- (4) aryl and
- (5) aryl C₁₋₄alkyl,

wherein item (3) above and the alkyl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

wherein item (4) above and the aryl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,

- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl and
- (f) C₂₋₆alkynyl,

wherein items (d) to (f) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂;

Y₁ is selected from the group consisting of:

- (1) hydrogen,
- (2) -O-R⁹,
- (3) -S(O)_k-R⁹, wherein k is 0, 1 or 2,
- (4) -C-W-R⁹, wherein W is O or S(O)_k,
- (5) -N(R¹⁵)₂,
- (6) -S(O)_k-N(R¹⁵)₂,
- (7) -N(R¹⁵)-S(O)_k-N(R¹⁵)₂,
- (8) NO₂,
- (9) -C(O)-R¹⁵,
- (10) -C(O)O-R¹⁵,
- (11) -CN,
- (12) halo,
- (13) -O-S(O)_k-R¹⁵ and
- (14) C₁₋₄alkyl, optionally substituted with from 1 to 6 halo groups,

Y₂ is CF₃;

R⁹ is selected from the group consisting of: hydrogen, C₁₋₁₂alkyl and aryl, wherein C₁₋₁₂alkyl and aryl are optionally substituted from one up to the maximum number of substituents with halo;

each R¹¹, R¹² and R¹⁶ is independently selected from the group consisting of:

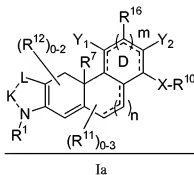
- (1) hydrogen,
- (2) halo,
- (3) C₁₋₆alkyl,
- (4) C₂₋₆alkenyl,
- (5) C₁₋₆alkoxy and
- (6) hydroxy,

wherein items (3) to (5) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹², N(R¹³)₂ and C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,

each R¹³ and R¹⁴ is independently selected from the group consisting of hydrogen and C₁₋₄alkyl, optionally substituted from one up to the maximum number of substitutable positions with halo; and

each R¹⁵ is independently selected from the group consisting of: hydrogen, C₁₋₆alkyl, aryl and C₁₋₁₂alkoxy carbonyl, wherein said C₁₋₆alkyl and C₁₋₁₂alkoxy carbonyl are optionally substituted from one up to the maximum number of substitutable positions with halo and said aryl is optionally substituted from one up to the maximum number of substitutable positions with halo and C₁₋₄alkyl, optionally substituted with 1-3 halo groups.

20. (Currently Amended) ~~The~~ compound according to Claim 2 represented by Formula Ia:



or a pharmaceutically acceptable salt or hydrate thereof, wherein

Y₂ is hydrogen, X is a bond, and R¹⁰ is HET, wherein HET is a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N; [.]

n and m are each independently 0, 1 or 2;

K is selected from NR³ or C(R³)(R⁴);

L is selected from NR⁵ or C(R⁵)(R⁶);

R¹ is selected from the group consisting of:

(1) C₁₋₆alkyl,

- (2) C₂-6alkenyl,
- (3) C₂-6akynyl,
- (4) C₃-6cycloalkyl,
- (5) C₁-6alkoxy,
- (6) C₁-6alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (7) aryl,
- (8) aryl C₁-6alkyl,
- (9) HET,
- (10) -C₁-6alkyl-HET,
- (11) aryloxy,
- (12) aroyloxy,
- (13) aryl C₂-6alkenyl,
- (14) aryl C₂-6alkynyl,
- (15) hydrogen,
- (16) hydroxyl and
- (17) cyano

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, oxo, OR¹³, N(R¹⁴)₂, C₃-6cycloalkyl and C₁-6alkyl-S(O)_k-, wherein k is 0, 1 or 2, and

wherein the aryl is optionally substituted from one up to the maximum number of substitutable positions with halo; the aryl is items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁-6alkyl,
- (e) C₂-6alkenyl,
- (f) C₂-6akynyl,
- (g) C₁-6alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (h) aryl,
- (i) aryl-S(O)_k-, wherein k is 0, 1 or 2,
- (j) HET,

- (k) aryl C₁₋₆alkyl,
- (l) aroyl,
- (m) aryloxy,
- (n) aryl C₁₋₆alkoxy,
- (o) CN and
- (p) C₃₋₆cycloalkyl,

wherein items (d) to (g) and (p) above and the alkyl portions of item (k) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl,

R³, R⁴, R⁵ and R⁶ are each independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C₁₋₆alkyl,
- (4) C₂₋₆alkenyl,
- (5) C₂₋₆alkynyl,
- (6) C₃₋₆cycloalkyl,
- (7) C₁₋₆alkoxy,
- (8) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (9) aryl,
- (10) aryl C₁₋₆alkyl,
- (11) HET and
- (12) -C₁₋₆alkyl-HET,

wherein items (3) to (8) above and the alkyl portions of items (10) and (12) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂ and C₁₋₆alkyl-S(O)_k-,

wherein k is 0, 1 or 2; and

wherein items (9) and (11) and the aryl portion of items (10) and the HET portion of item (12) are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,

- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl,
- (f) C₂₋₆akynyl and
- (g) C₁₋₆alkyl-S(O)_k, wherein k is 0, 1 or 2,

wherein items (d) to (g) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂,

or R¹ and R³ and R⁵ may be joined together to form a double bond;

R⁷ is selected from the group consisting of:

- (1) hydrogen,
- (2) OR¹³,
- (3) C₁₋₄alkyl,
- (4) aryl and
- (5) aryl C₁₋₄alkyl,

wherein item (3) above and the alkyl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

wherein item (4) above and the aryl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl and
- (f) C₂₋₆akynyl,

wherein items (d) to (f) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂;

Y₁ is selected from the group consisting of:

- (1) hydrogen,
- (2) -O-R⁹,
- (3) -S(O)_k-R⁹, wherein k is 0, 1 or 2,
- (4) -C-W-R⁹, wherein W is O or S(O)_k,

- (5) -N(R¹⁵)₂
- (6) -S(O)_k-N(R¹⁵)₂
- (7) -N(R¹⁵)-S(O)_k-N(R¹⁵)₂
- (8) NO₂
- (9) -C(O)-R¹⁵
- (10) -C(O)O-R¹⁵
- (11) -CN
- (12) halo
- (13) -O-S(O)_k-R¹⁵ and
- (14) C₁₋₄alkyl, optionally substituted with from 1 to 6 halo groups,

R⁹ is selected from the group consisting of: hydrogen, C₁₋₁₂alkyl and aryl, wherein C₁₋₁₂alkyl and aryl are optionally substituted from one up to the maximum number of substituents with halo;

each R¹¹, R¹² and R¹⁶ is independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C₁₋₆alkyl,
- (4) C₂₋₆alkenyl,
- (5) C₁₋₆alkoxy and
- (6) hydroxy,

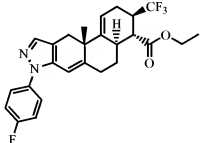
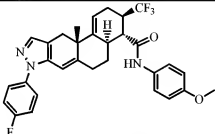
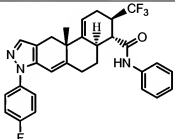
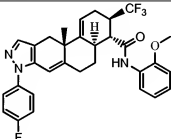
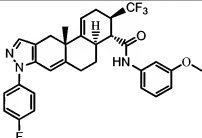
wherein items (3) to (5) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹², N(R¹³)₂ and C₁₋₆alkyl-S(O)_k, wherein k is 0, 1 or 2;

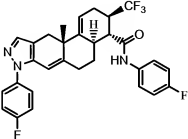
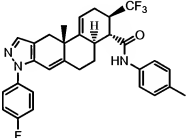
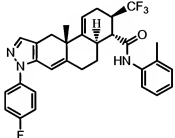
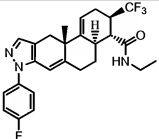
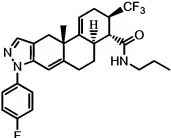
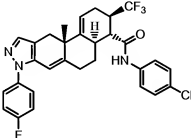
each R¹³ and R¹⁴ is independently selected from the group consisting of hydrogen and C₁₋₄alkyl, optionally substituted from one up to the maximum number of substitutable positions with halo; and

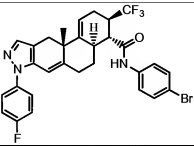
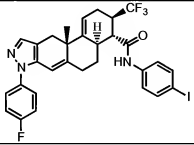
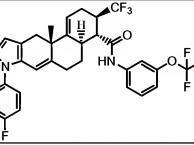
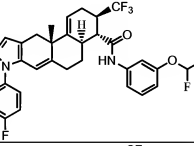
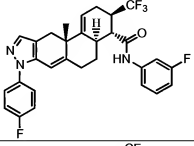
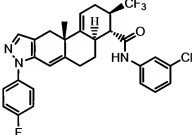
each R¹⁵ is independently selected from the group consisting of: hydrogen, C₁₋₆alkyl, aryl and C₁₋₁₂alkoxycarbonyl, wherein said C₁₋₆alkyl and C₁₋₁₂alkoxycarbonyl are optionally substituted from one up to the maximum number of substitutable positions with halo and said aryl is optionally substituted from one up to the maximum number of substitutable positions with halo and C₁₋₄alkyl, optionally substituted with 1-3 halo groups.

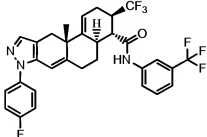
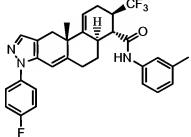
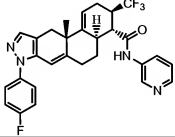
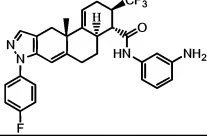
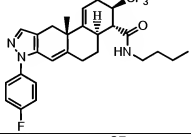
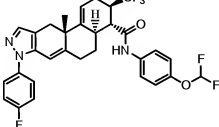
21. (Original) The compound according to Claim 20 wherein HET is selected from oxazolyl and imidazolyl.

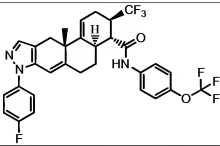
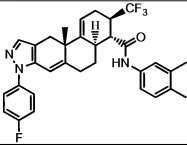
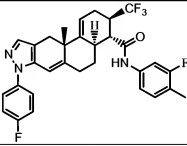
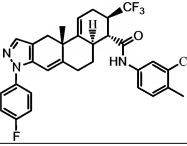
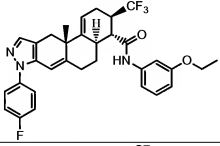
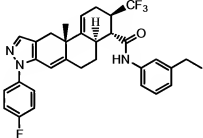
22. (Original) A compound selected from the group consisting of:

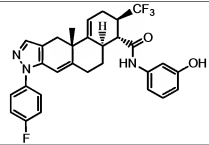
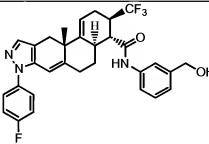
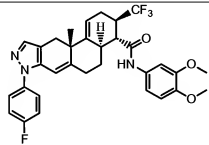
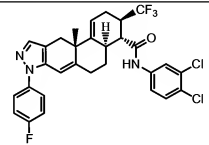
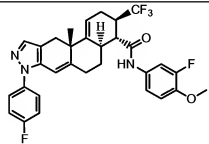
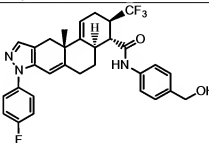
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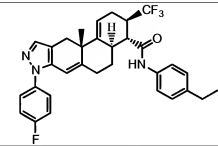
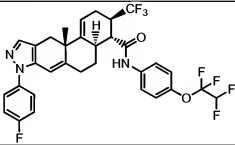
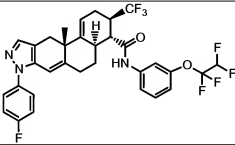
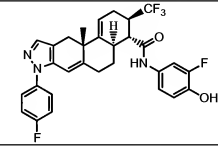
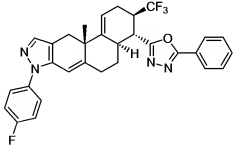
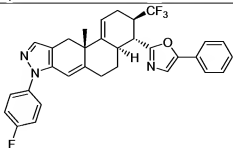
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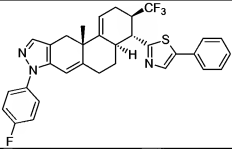
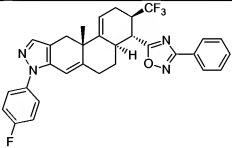
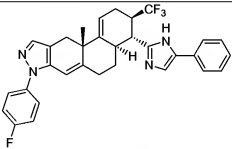
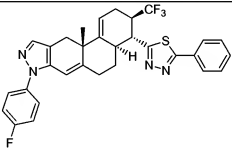
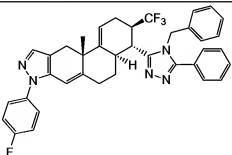
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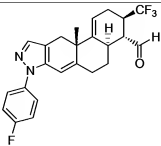
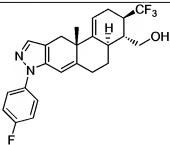
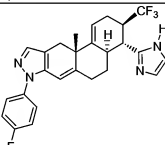
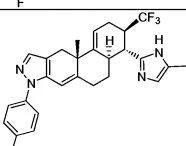
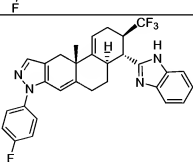
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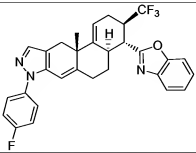
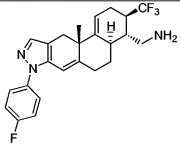
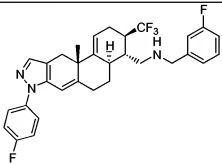
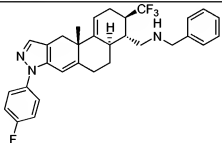
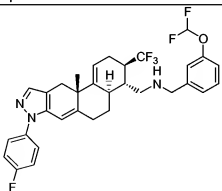
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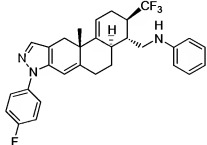
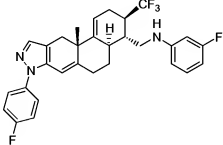
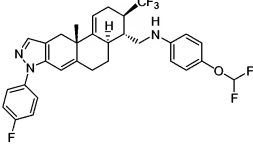
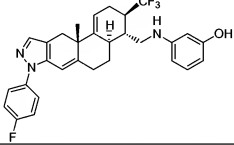
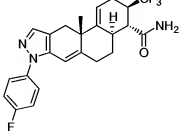
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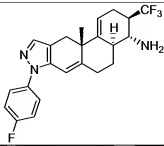
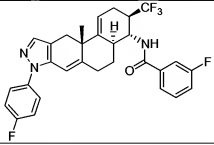
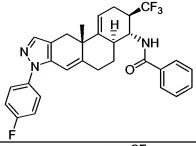
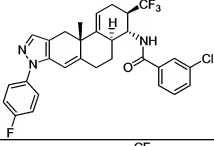
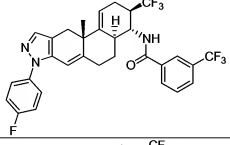
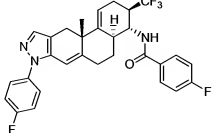
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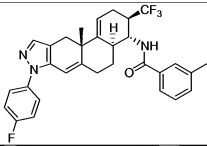
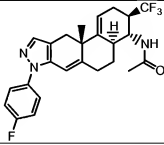
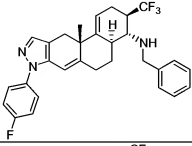
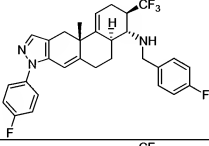
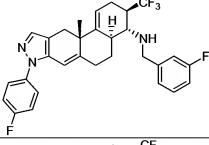
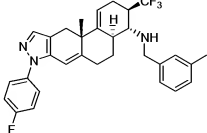
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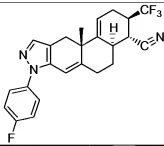
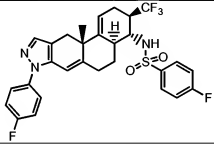
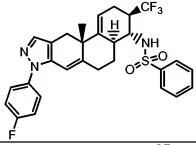
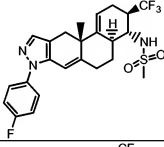
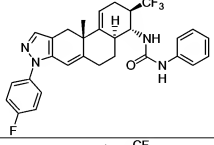
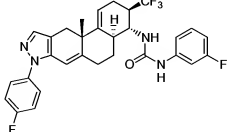
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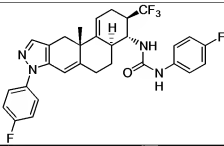
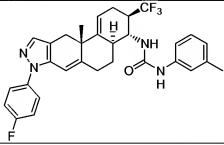
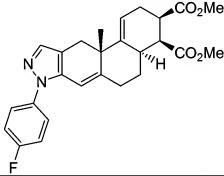
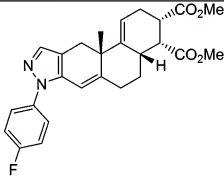
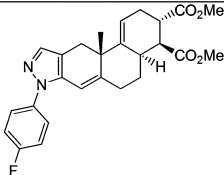
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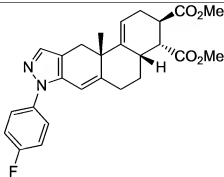
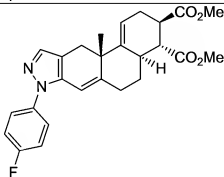
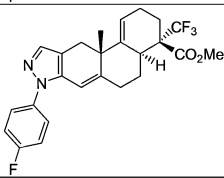
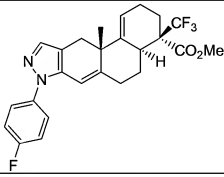
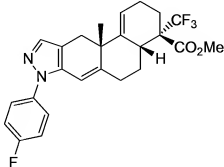
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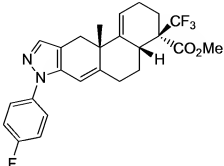
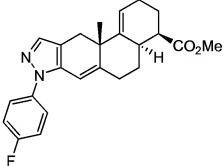
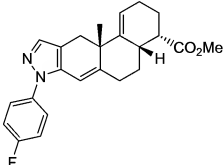
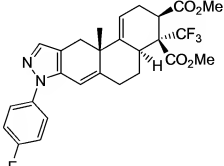
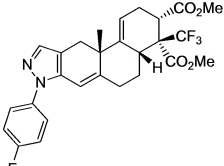
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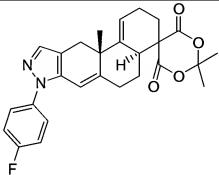
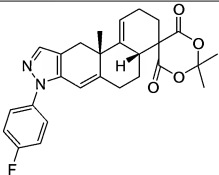
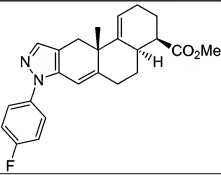
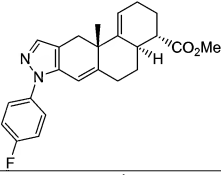
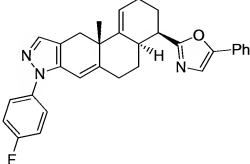
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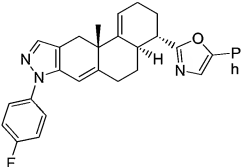
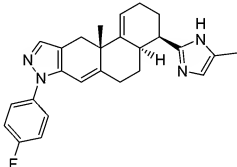
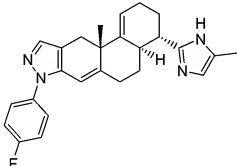
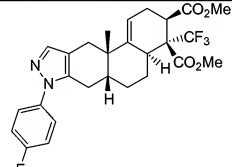
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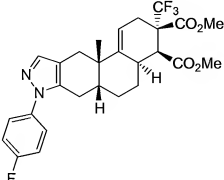
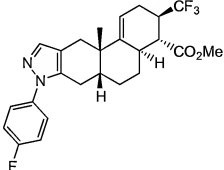
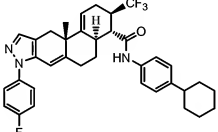
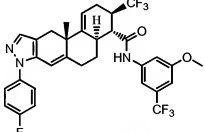
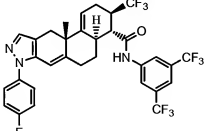
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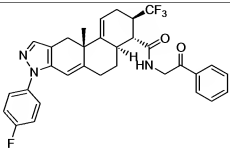
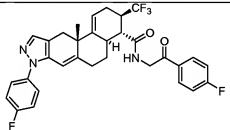
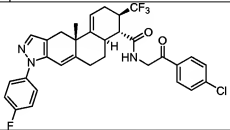
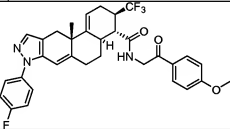
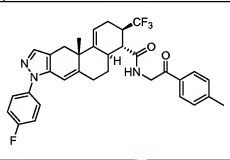
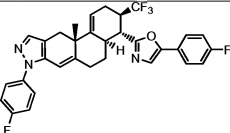
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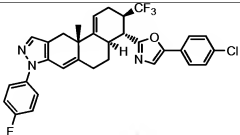
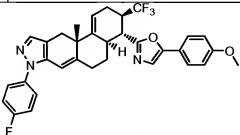
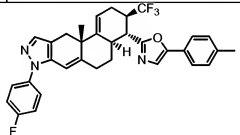
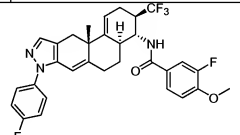
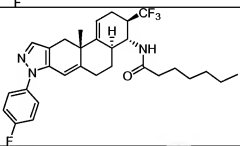
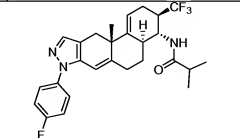
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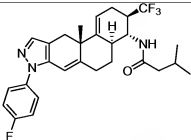
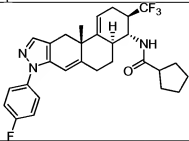
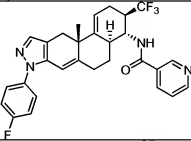
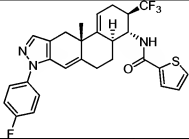
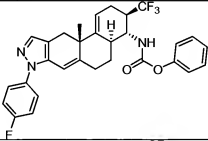
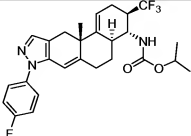
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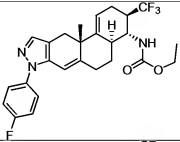
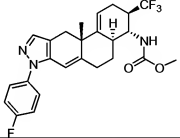
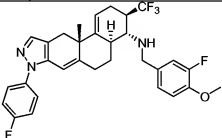
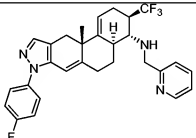
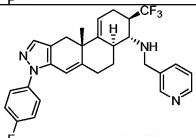
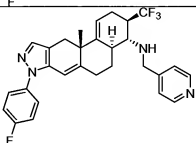
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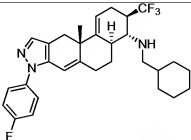
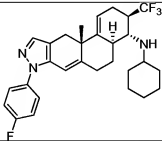
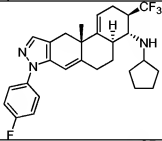
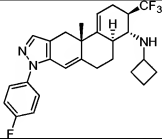
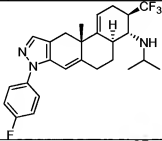
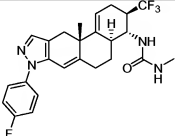
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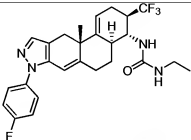
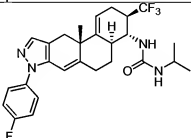
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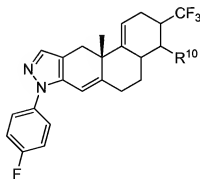
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23. (Original) A pharmaceutical composition comprising a compound according to Claim 1 in combination with a pharmaceutically acceptable carrier.

24. (Withdrawn) A method for treating a glucocorticoid receptor mediated disease or condition in a mammalian patient in need of such treatment comprising administering the patient a compound according to Claim 1 in an amount that is effective for treating the glucocorticoid receptor mediated disease or condition.

25-28. (Previously Canceled)

29. (Original) A compound according to Claim 1 of Formula Id



Id

or a pharmaceutically acceptable salt thereof, wherein

R¹⁰ is a 5-membered aromatic or non-aromatic mono-cyclic ring containing 1-3 heteroatoms selected from O, S, and N, and

R¹⁰ is mono-substituted with phenyl, wherein phenyl is optionally substituted with 1-3 substituents independently selected from halo, C₁₋₄alkyl and C₁₋₄alkoxy.

30. (Original) The compound according to Claim 29 wherein R¹⁰ is oxazolyl, oxadiazolyl or thiazolyl.

31. (Canceled)